

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS

CLEARLINE TECHNOLOGIES LTD.

Plaintiff,

v.

COOPER B-LINE, INC.
COOPER INDUSTRIES PLC. and
COOPER TECHNOLOGIES
COMPANY,

Defendants.

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No. 4:11-cv-1420

JURY DEMANDED

DECLARATION OF ROBERT D. KATZ

I, Robert D. Katz, declare as follows:

1. I am an attorney at the law firm of Patton Roberts PLLC, counsel of record for Plaintiff Clearline Technologies Ltd. ("Clearline"). I am a member in good standing of the State Bar of Texas and admitted in this Court. This Declaration is being submitted with Clearline's Response to Defendant Cooper Industries PLC's Motion to Dismiss for Lack of Personal Jurisdiction and Motion to Dismiss for Failure to State a Claim Pursuant to Rules 12(b)(2) and 12(b)(6) of the Federal Rules of Civil Procedure and Defendant Cooper Technologies Company's Motion to Dismiss Plaintiff's Complaint for Failure to State a Claim Pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure. I have personal knowledge of the facts set forth in this Declaration.

2. A true and correct copy of corporate registration information for Cooper Technologies Company downloaded from

<https://ourcpa.cpa.state.tx.us/coa/servlet/cpa.app.coa.CoaOfficer> (last visited June 6, 2011) is attached as hereto as **Exhibit A**.

3. A true and correct copy of corporate registration information for Cooper B-Line, Inc. downloaded from <https://ourcpa.cpa.state.tx.us/coa/servlet/cpa.app.coa.CoaOfficer> (last visited June 6, 2011) is attached as hereto as **Exhibit B**.

4. A true and correct copy of the Cooper Industries PLC website domain registration record, downloaded from <http://www.networksolutions.com/whois-search/cooperindustries.com> (last visited June 6, 2011) is attached as hereto as **Exhibit C**.

5. A true and correct copy of the Cooper B-Line, Inc. website domain registration record, downloaded from <http://www.networksolutions.com/whois-search/cooperblinc.com> (last visited June 6, 2011) is attached as hereto as **Exhibit D**.

6. A true and correct copy of the Cooper Industries PLC website's "Contact Us" page, downloaded from <http://www.cooperindustries.com/content/public/en/com> (last visited June 6, 2011) is attached as hereto as **Exhibit E**.

7. A true and correct copy of the Cooper Industries PLC website's DURA-BLOKTM brochure page, downloaded from <http://www.cooperindustries.com/content/dam/public/blinc/Resources/Library/flyers/BRTS-10.pdf> (last visited June 6, 2011) is attached as hereto as **Exhibit F**.

8. A true and correct copy of a press release by Cooper Industries PLC dated June 9, 2009, downloaded from http://phx.corporate-ir.net/phoenix.zhtml?c=75146&p=irol-newsArticle_print&ID=1297553&highlight (last visited June 8, 2011) is attached as hereto as **Exhibit G**.

9. A true and correct copy of a Debt Securities Prospectus excerpt by Cooper Industries PLC and Cooper US, Inc. dated November 8, 2010, downloaded from <http://www.sec.gov/Archives/edgar/data/1141982/000095012310110872/h78123b5e424b5.htm> (last visited June 6, 2011) is attached as hereto as **Exhibit H**.

10. A true and correct copy of an excerpt of the attorney information of Terrance V. Helz from the Texas Bar website, downloaded from http://www.texasbar.com/AM/Template.cfm?Section=Find_A_Lawyer&Template=CustomSource/MemberDirectory/Result_form_client.cfm (last visited June 8, 2011) is attached as hereto as **Exhibit I**.

Executed on this 8th day of June, 2011.

/s/ Robert D. Katz

Robert D. Katz

EXHIBIT A


Certificate of Account Status - Officers and Directors - Mozilla Firefox

File Edit View History Bookmarks Tools Help

Certificate of Account Status - Officers and ...

state.tx.us https://ourcpa.cpa.state.tx.us/coa/servlet/cpa.app.coa.CoaOfficer

Window on State Government Susan Combs Texas Comptroller of Public Accounts

 Taxable Entity Search Results

Officers and Directors

COOPER TECHNOLOGIES COMPANY

COOPER IP COMPANY

[Return to: Taxable Entity Search Results](#)

Officer and director information on this site is obtained from the most recent Public Information Report (PIR) processed by the Secretary of State (SOS). PIRs filed with annual franchise tax reports are forwarded to the SOS. After processing, the SOS sends the Comptroller an electronic copy of the information, which is displayed on this web site. The information will be updated as changes are received from the SOS.

You may order a copy of a Public Information Report from open.records@cpa.state.tx.us or Comptroller of Public Accounts, Open Government Division, PO Box 13528, Austin, Texas 78711.

Title:	Name and Address:	Expiration/Resignation Date:
<i>VICE PRESI</i>	JAMES T BURRELL 600 TRAVIS ST STE 5600 HOUSTON , TX 77002	
<i>PRESIDENT</i>	RICK L JOHNSON 600 TRAVIS ST STE 5600 HOUSTON , TX 77002	
<i>TREASURER</i>	TYLER W JOHNSON 600 TRAVIS ST STE 5600 HOUSTON , TX 77002	

texas.gov | Statewide Search from the Texas State Library | State Link Policy | Texas Homeland Security

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Privacy and Security Policy | Accessibility Policy | Link Policy | Public Information Act | Compact with Texans

EXHIBIT B


Certificate of Account Status - Officers and Directors - Mozilla Firefox

File Edit View History Bookmarks Tools Help

Certificate of Account Status - Officers and ...

state.tx.us https://ourcpa.cpa.state.tx.us/coa/servlet/cpa.app.cpa.CoaOfficer

Window on State Government Susan Combs Texas Comptroller of Public Accounts

 [Taxable Entity Search Results](#)

Officers and Directors

COOPER B-LINE, INC.

[Return to: Taxable Entity Search Results](#)

Officer and director information on this site is obtained from the most recent Public Information Report (PIR) processed by the Secretary of State (SOS). PIRs filed with annual franchise tax reports are forwarded to the SOS. After processing, the SOS sends the Comptroller an electronic copy of the information, which is displayed on this web site. The information will be updated as changes are received from the SOS.

You may order a copy of a Public Information Report from open.records@cpa.state.tx.us or Comptroller of Public Accounts, Open Government Division, PO Box 13528, Austin, Texas 78711.

Title:	Name and Address:	Expiration/Resignation Date:
<i>VICE PRESI</i>	JAMES T BURRELL 600 TRAVIS ST STE 5600 HOUSTON , TX 77002	
<i>PRESIDENT</i>	KEVIN C KISSLING 509 W MONROE STREET HIGHLAND , IL 62249	
<i>SECRETARY</i>	TERRANCE V HELZ 600 TRAVIS ST STE 5600 HOUSTON , TX 77002	

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EXHIBIT C

The screenshot shows a web browser window with the title "cooperindustries.com WHOIS domain registration information from Network Sol...". The address bar displays "http://www.networksolutions.com/whois-search/cooperindustries.com". The main content area contains the following information:

Visit AboutUs.org for more information about COOPERINDUSTRIES.COM
[AboutUs: COOPERINDUSTRIES.COM](#)

Registrant:
Cooper Industries
114 Old State Rd
St. Louis, MO 63178
US

Domain Name: COOPERINDUSTRIES.COM

Administrative Contact :
Cooper Industries
domainadmin@citss.com
114 Old State Rd
St. Louis, MO 63178
US
Phone: 636-207-3289

Technical Contact :
Administrator, Technical
domaintech@citss.com
114 Old State Road
St. Louis, MO 63021
US
Phone: (636) 207-3289
Fax: 123 123 1234

Record expires on 09-Aug-2013
Record created on 10-Aug-1996
Database last updated on 07-Jun-2010

Domain servers in listed order: [Manage DNS](#)

CITSSDNS1.CITSS.COM	65.221.162.40
CITSSDNS2.CITSS.COM	216.130.131.77

[Show underlying registry data for this record](#)

EXHIBIT D

The screenshot shows a web browser window with the title "cooperblne.com WHOIS domain registration information from Network Solut...". The address bar displays "http://www.networksolutions.com/whois-search/cooperblne.com". The page content includes a link to "AboutUs: COOPERBLINE.COM", followed by sections for "Registrant:", "Domain Name:", "Administrative Contact:", "Technical Contact:", and domain expiration/creation dates. At the bottom, it lists "Domain servers in listed order:" with two entries: "CITSSDNS1.CITSS.COM" (65.221.162.40) and "CITSSDNS2.CITSS.COM" (216.130.131.77).

cooperblne.com WHOIS domain registration information from Network Solut...

File Edit View History Bookmarks Tools Help

cooperblne.com WHOIS domain registration ...

http://www.networksolutions.com/whois-search/cooperblne.com

Visit AboutUs.org for more information about COOPERBLINE.COM
[AboutUs: COOPERBLINE.COM](#)

Registrant:
Cooper Industries
114 Old State Rd
St. Louis, MO 63178
US

Domain Name: COOPERBLINE.COM

Administrative Contact :
CITSS, Domain Admin
domainadmin@citss.com
114 Old State Rd
St. Louis, MO 63021
US
Phone: 636-207-3289
Fax: 636-527-1482

Technical Contact :
CITSS, Domain Technical
domaintech@citss.com
114 Old State Rd.
St. Louis, MO 63021
US
Phone: 636-207-3289
Fax: 636-527-1482

Record expires on 25-Apr-2013
Record created on 25-Apr-2000
Database last updated on 12-Apr-2010

Domain servers in listed order: [Manage DNS](#)

CITSSDNS1.CITSS.COM	65.221.162.40
CITSSDNS2.CITSS.COM	216.130.131.77

EXHIBIT E

Contact Us - Mozilla Firefox

File Edit View History Bookmarks Tools Help

Contact Us

http://www.cooperindustries.com/content/public/en/company/contact_us.html

News | Events | C3 Sign-In | Employees | Contact Us

COOPER

COMPANY | DIVISIONS | PRODUCTS | SOLUTIONS | MARKETS | BRANDS | RESOURCES | INVESTORS | CAREERS

Company

Contact Us
Corporate Giving
Culture and Business Initiatives
Directors
Environmental Policy
Events
Executives
History
Memorandum of Insurance
News
Safety and Health
Strategic Sourcing

Cooper Industries > Company > Contact Us

Contact Us

Administrative Headquarters

Cooper Industries
600 Travis Street, Suite 5600
Houston, Texas 77002-1001

Mailing Address:
P. O. Box 4446
Houston, Texas 77210-4446
713-209-8400

Corporate Headquarters

Cooper Industries plc
5 Fitzwilliam Square
Dublin 2, Ireland

Cooper Division Headquarters

Cooper B-Line

509 West Monroe Street
Highland, IL 62249
Customer Service: 800-851-7415
[Contact Cooper B-Line](#)

Cooper Bussmann

114 Old State Road
Ellisville, MO 63021-5942
636-394-2877
[Contact Cooper Bussmann](#)

Cooper Crouse-Hinds

Wolf & 7th North Streets
Syracuse, NY 13221-4999
315-477-7000
[Contact Cooper Crouse-Hinds](#)

Cooper Lighting

1121 Highway 74 South
Peachtree City, GA 30269
770-486-4800
[Contact Cooper Lighting](#)

Cooper Power Systems

2300 Badger Drive
Waukesha, WI
53188-5951
262-896-2400
[Contact Cooper Power Systems](#)

Cooper Safety

Jephson Court
Tancred Close
Royal Leamington Spa
Warwickshire CV31 3RZ
United Kingdom
+44 1926-439200
[Contact Cooper Safety](#)

Cooper Wiring Devices

203 Cooper Circle
Peachtree City, GA 30269
770.631.2100
[Contact Cooper Wiring Devices](#)

Recently Viewed Items

- DURA-BLOK™ Rooftop Support
- DURA-BLOK™ Rooftop Support

EXHIBIT F



EXHIBIT G

[Print Page](#) [Close Window](#)

News Release

Cooper Industries Announces Proposed Change in Place of Incorporation

HOUSTON--(BUSINESS WIRE)--Jun. 9, 2009-- Cooper Industries, Ltd. (NYSE:CBE) today announced that its Board of Directors has unanimously approved moving the Company's place of incorporation from Bermuda to Ireland.

An initial step in this reorganization was the establishment of Cooper's tax residency in Ireland, which occurred in December 2008. Cooper's shareholders will now be asked to vote in favor of changing the Company's place of incorporation to Ireland at a shareholders' meeting. If conditions are satisfied, including approval by Cooper's shareholders, it is expected that a new Irish incorporated company, Cooper Industries, plc, will replace Cooper Industries, Ltd. as the ultimate parent company.

"Cooper Industries celebrated its 175-year anniversary in 2008 and has a long history of adapting to business and regulatory conditions to ensure its competitive position. The decision to change Cooper's place of incorporation was impacted by the unprecedented global economic conditions that have led to a dramatic reduction in global demand in virtually all markets that we serve and was made to maintain Cooper's global competitive position. Business has become much more global over the past decade and this trend will likely continue. Cooper has to continue to manage its total cost structure to offset the intense pressures that impact its global competitive position including increased labor and medical costs, taxation, environmental regulation and litigation expenses and generate the earnings and cash flow for reinvestment for the next 175 years," said Chairman and Chief Executive Officer, Kirk S. Hachigian.

"We believe our shareholders will be well served by this decision, which provides us with significant financial and operational benefits and increased strategic flexibility as we continue to expand the international portion of our business. This reorganization is one of the key proactive measures we must take to manage our cost structure and remain competitive in global markets so Cooper can continue to reinvest in its business, expand our workforce and develop innovative new products. We reviewed a number of alternatives with our Board of Directors and decided on Ireland due to its stable business, legal and regulatory environment, its strong relationships as a member of the European Union, its long history of international investments and its solid network of tax treaties with the United States, the European Union and many other countries where Cooper has major operations," said Hachigian.

Cooper does not expect the reorganization will have a material impact on its financial results and day-to-day operations. Upon completion of the reorganization, Cooper will continue to be subject to United States Securities and Exchange Commission reporting requirements, the mandates of the Sarbanes Oxley Act of 2002, and the applicable corporate governance rules of the New York Stock Exchange, and will continue to report its financial results in U.S. dollars and under U.S. generally accepted accounting principles. Cooper expects that its shares will continue to be listed on the New York Stock Exchange under the symbol CBE. Full details of the proposed transaction and the associated benefits and risks will be provided to shareholders in a proxy statement with respect to the shareholders' meeting.

This communication is being made in respect of the proposed reorganization. In connection with the reorganization, Cooper intends to file with the SEC a proxy statement and mail the proxy statement to its shareholders. Shareholders are urged to read such proxy statement when it becomes available because it will contain important information. The proxy statement will be, and other documents filed or to be filed by Cooper with the SEC are or will be, available free of charge at the SEC's web site (www.sec.gov) and at Cooper's web site (www.cooperindustries.com).

Cooper and its directors and executive officers and other persons may be deemed participants in the solicitation of proxies in connection with the proposed reorganization. Information about the direct or indirect interests of the participants, by security holdings or otherwise, is available in Cooper's Annual Report on Form 10-K for the year ended December 31, 2008 and proxy statement for Cooper's 2009 annual meeting, which were filed on February 24, 2009 and March 12, 2009, respectively, and will be available in the proxy statement to be filed in connection with the reorganization.

About Cooper Industries

Cooper Industries, Ltd. (NYSE:CBE) is a global manufacturer with 2008 revenues of \$6.5 billion, approximately 88% of which are from electrical products. Founded in 1833, Cooper's sustained level of success is attributable to a constant focus on innovation, evolving business practices while maintaining the highest ethical standards, and meeting customer needs. The Company has eight operating divisions with leading market share positions and world-class products and brands including: Bussmann electrical and electronic fuses; Crouse-Hinds and CEAG explosion-proof electrical equipment; Halo and Metalux lighting fixtures; and Kyle and McGraw-Edison power systems products. With this broad range of products, Cooper is uniquely positioned for several long-term growth trends including the

global infrastructure build-out, the need to improve the reliability and productivity of the electric grid, the demand for higher energy-efficient products and the need for improved electrical safety. In 2008, sixty-one percent of total sales were to customers in the industrial and utility end-markets and thirty-seven percent of total sales were to customers outside the United States. Cooper, which has manufacturing facilities in 23 countries as of 2008, is incorporated in Bermuda with administrative headquarters in Houston, TX. For more information, visit the website at www.cooperindustries.com.

Forward-Looking Statements

Statements in this news release are forward looking under the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, any statements regarding our ability to obtain approval of the Company's shareholders for, and to satisfy the other conditions to, the reorganization, our ability to realize the expected benefits from the reorganization, the occurrence of difficulties in connection with the reorganization, any unanticipated costs in connection with the reorganization, future revenues, costs and expenses, earnings, earnings per share, margins, cash flows, dividends and capital expenditures. Important factors which may affect the actual results include, but are not limited to, political developments, market and economic conditions, changes in raw material, transportation and energy costs, industry competition, the ability to execute and realize the expected benefits from strategic initiatives including revenue growth plans and cost control and productivity improvement programs, the magnitude of any disruptions from manufacturing rationalizations, changes in mix of products sold, mergers and acquisitions and their integration into Cooper, the timing and amount of any stock repurchases by Cooper, changes in financial markets including currency exchange rate fluctuations, changing legislation and regulations including changes in tax law, tax treaties or tax regulations, and the resolution of potential liabilities and insurance recoveries resulting from on-going Pneumo-Abex related asbestos claims.

Source: Cooper Industries, Ltd.

Cooper Industries, Ltd.
Mark Doheny, 713-209-8484
Director, Investor Relations
Mark.Doheny@cooperindustries.com

EXHIBIT H

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PROSPECTUS

Cooper Industries plc

Ordinary Shares
Preferred Shares
Depositary Shares
Warrants
Share Purchase Contracts
Share Purchase Units

Cooper US, Inc.**Debt Securities****Guaranteed by Cooper Industries plc and specified principal subsidiaries**

Cooper Industries plc and Cooper US, Inc., a subsidiary of Cooper Industries plc, will provide the specific terms of these securities in supplements to this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest in any of these securities.

Cooper Industries plc's ordinary shares are traded on the New York Stock Exchange, or NYSE, under the symbol "CBE."

We may offer and sell these securities to or through one or more agents, underwriters, dealers or other third parties or directly to one or more purchasers, on a continuous or delayed basis.

You should carefully consider the information under the heading "Risk Factors" in the applicable prospectus supplement or the documents incorporated by reference before considering an investment in any securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 8, 2010.

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You should rely only on the information incorporated by reference or contained in this prospectus or any accompanying prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information contained in or incorporated by reference into this prospectus is accurate as of any date after the date on the front cover of this prospectus or the date of the document incorporated by reference, as applicable. Our business, financial condition, results of operations and prospects may have changed since that date.

[Table of Contents](#)**ABOUT THIS PROSPECTUS**

This prospectus is part of an automatic shelf registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or the SEC. By using a shelf registration statement, Cooper Industries plc and Cooper US, Inc. may sell, at any time and from time to time, in one or more offerings, the securities described in this prospectus. As allowed by the SEC's rules, this prospectus does not contain all of the information included in the registration statement. For further information, we refer you to the registration statement, including its exhibits, and this prospectus is qualified in its entirety by such other information. Statements contained in this prospectus about the provisions or contents of any agreement or other document are not necessarily complete. If the SEC's rules and regulations require that an agreement or document be filed as an exhibit to the registration statement, please see that agreement or document for a complete description of these matters.

Unless the context requires otherwise, references to "we," "us" or "our" refer collectively to Cooper Industries plc (an Irish company) and its consolidated subsidiaries, including Cooper US, Inc. "Cooper Parent" refers only to Cooper Industries plc and not to any of its subsidiaries or affiliates and "Cooper US" refers only to Cooper US, Inc. and not to its parent or any of its subsidiaries or affiliates. The terms "Guarantor" and "Guarantors" refer to Cooper Parent and, to the extent any of its subsidiaries is identified under "Description of Debt Securities — Guarantees" or in a prospectus supplement, such subsidiaries.

**CAUTIONARY STATEMENT
REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and the documents that we incorporate by reference contain certain statements that we believe may be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We generally indicate these statements by words or phrases such as "anticipate," "estimate," "plan," "expect," "believe," "intend," "foresee" and similar words or phrases. Forward-looking statements include, among other things, statements regarding future revenues, costs and expenses, earnings, earnings per share, margins, cash flows, dividends and capital expenditures. All of these forward-looking statements are subject to risks, uncertainties and assumptions. Consequently, actual events and results may vary significantly from those included in or contemplated or implied by our forward-looking statements. The forward-looking statements included in this prospectus or the relevant incorporated documents are made only as of the date of this prospectus or the relevant incorporated document, as the case may be, and, except as required by law, we undertake no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances. Important factors that could cause actual results to differ materially from those suggested by these forward-looking statements and that could adversely affect our future financial performance include the following:

- political developments;
- market and economic conditions;
- changes in raw material, transportation and energy costs;
- industry competition;
- the ability to execute and realize the expected benefits from strategic initiatives including revenue growth plans and cost control and productivity improvement programs;
- the ability to develop and introduce new products;
- the magnitude of any disruptions from manufacturing rationalizations;
- changes in mix of products sold;
- mergers and acquisitions and their integration;
- the timing and amount of any stock repurchases;

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- changes in financial markets including currency exchange rate fluctuations;
- changing legislation and regulations including changes in tax law, tax treaties or tax regulations; and
- the resolution of potential liabilities and insurance recoveries resulting from on-going Pneumo-Abex related asbestos claims.

When considering forward-looking statements, you should keep these factors in mind as well as those risk factors described in any prospectus supplement or Cooper Parent's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q. In light of these risks, uncertainties and assumptions, the events anticipated by our forward-looking statements might not occur. Forward-looking statements speak only as of the date made and we undertake no obligation to update or revise our forward-looking statements, whether as a result of new information, future events or otherwise.

WHERE YOU CAN FIND MORE INFORMATION

Cooper Parent files annual, quarterly and current reports, proxy statements and other information with the SEC. The SEC maintains a website that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC at <http://www.sec.gov>. To receive copies of public records not posted to the SEC's web site at prescribed rates, you may complete an online form at <http://www.sec.gov>, send a fax to (202) 772-9337 or submit a written request to the SEC, Office of FOIA/PA Operations, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information. You also can inspect reports and other information Cooper Parent files at the office of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005. Annual, quarterly and current reports, proxy statements and other information Cooper Parent files with the SEC are also available free of charge at the Investors section of our website at www.cooperindustries.com. The information on our website is not part of this prospectus or the applicable prospectus supplement.

Cooper US has no direct operations. Cooper US is indirectly and wholly owned by Cooper Parent and the obligations of Cooper US under its debt securities will be fully and unconditionally guaranteed by Cooper Parent. See "Description of Debt Securities and Guarantees." Cooper US is not currently subject to the information reporting requirements under the Exchange Act. Cooper US will be exempt from such information reporting requirements so long as it is 100% owned by Cooper Parent, any outstanding debt securities of Cooper US issued under the registration statement of which this prospectus is a part are fully and unconditionally guaranteed by Cooper Parent and Cooper Parent includes in the footnotes to its audited consolidated financial statements summarized consolidated financial information concerning Cooper US. Furthermore, the subsidiaries of Cooper Parent that may guarantee the debt securities of Cooper US are not currently subject to the information reporting requirements under the Exchange Act. These subsidiary guarantors will be exempt from such information reporting requirements so long as they are directly or indirectly 100% owned by Cooper Parent, any outstanding debt securities of Cooper US issued under the registration statement of which this prospectus is a part and guaranteed by such subsidiary guarantors fully are fully and unconditionally guaranteed by Cooper Parent and such subsidiaries on a joint and several basis and Cooper Parent includes in the footnotes to its audited consolidated financial statements summarized consolidated financial information concerning such subsidiary guarantors on a combined basis.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

We are incorporating by reference in this prospectus documents filed with the SEC. This means that we are disclosing important information to you by referring to those documents. The information incorporated by reference is an important part of this prospectus, and information that is filed later with the SEC will automatically update and supersede the information contained in this prospectus or the applicable prospectus supplement. We are incorporating by reference the following documents filed with the SEC by Cooper Parent:

- Annual Report on Form 10-K for the fiscal year ended December 31, 2009;

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- Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010, June 30, 2010 and September 30, 2010;
- Current Reports on Form 8-K filed on February 22, 2010; March 1, 2010; March 31, 2010, April 15, 2010, April 30, 2010; July 9, 2010; September 7, 2010; September 23, 2010; and November 8, 2010;
- The description of Cooper Parent's ordinary shares and preferred share purchase rights contained in its Current Report on Form 8-K, filed on September 9, 2009; and
- All documents filed by Cooper Parent with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and prior to the termination of the applicable offering pursuant to this prospectus and any applicable prospectus supplement.

Any statement contained in a document incorporated by reference, or deemed to be incorporated by reference, in this prospectus or the applicable prospectus supplement shall be deemed to be modified or superseded for purposes of this prospectus or the applicable prospectus supplement to the extent that a statement contained in this prospectus, in any applicable prospectus supplement or in any other subsequently filed document that also is incorporated by reference in this prospectus modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus or the applicable prospectus supplement.

We will provide without charge to each person to whom a copy of this prospectus has been delivered, on the written or oral request of such person, a copy of any or all of the documents which have been or may be incorporated in this prospectus by reference (other than exhibits to such documents unless such exhibits are specifically incorporated by reference in any such documents). You may request a copy of these filings at the following address and telephone number:

Cooper Industries plc
Attn: Corporate Secretary
P.O. Box 4446
Houston, Texas 77210
(713) 209-8400

ENFORCEMENT OF JUDGMENTS AND SERVICE OF PROCESS

Cooper Parent is an Irish company. In addition, some of its assets are or may be located in jurisdictions outside the United States. Therefore, investors may have difficulty effecting service of process within the United States upon Cooper Parent or recovering against Cooper Parent on judgments of U.S. courts, including judgments based upon the civil liability provisions of the U.S. securities laws. Cooper Parent has agreed that it may be served with process with respect to actions based on offers and sales of securities made in the United States and other violations of U.S. securities laws by having Cooper US, which is located at 600 Travis, Houston, Texas 77002-1001, be its U.S. agent appointed for that purpose. A judgment obtained against Cooper Parent in a U.S. court would be enforceable in the United States but could be executed upon only to the extent Cooper Parent has assets in the United States.

Cooper Parent has been advised by its Irish counsel, Arthur Cox, Solicitors, that a judgment for the payment of money rendered by a court in the United States based on civil liability would not be automatically enforceable in Ireland. There is no treaty between Ireland and the United States providing for the reciprocal enforcement of foreign judgments. The following requirements must be met before the foreign judgment will be deemed to be enforceable in Ireland:

- The judgment must be for a definite sum;
- The judgment must be final and conclusive; and
- The judgment must be provided by a court of competent jurisdiction.

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An Irish court will also exercise its right to refuse judgment if the foreign judgment was obtained by fraud, if the judgment violated Irish public policy, if the judgment is in breach of natural justice or if it is irreconcilable with an earlier foreign judgment.

ABOUT COOPER INDUSTRIES PLC

We are a diversified, worldwide manufacturing company doing business in two business segments: Energy and Safety Solutions and Electrical Products Group. We manufacture, market and sell our products and provide services throughout the world. We have manufacturing facilities in 23 countries and employed approximately 28,200 people as of December 31, 2009.

Reorganization Transaction

On September 4, 2009, Cooper Industries, Ltd. received approval from the Supreme Court of Bermuda of a scheme of arrangement under Bermuda law (the “Scheme of Arrangement”) that effected a transaction (the “Transaction”) that resulted in the holders of Class A common shares of Cooper Industries, Ltd., other than wholly owned subsidiaries of Cooper Industries, Ltd. that held Class A common shares, becoming ordinary shareholders of Cooper Industries plc and Cooper Industries, Ltd. becoming a wholly owned subsidiary of Cooper Industries plc. The Scheme of Arrangement became effective upon the filing of the court order sanctioning the Scheme of Arrangement with the Bermuda Registrar of Companies on September 8, 2009.

Contribution of Tools Business Assets and Liabilities to Joint Venture

On March 26, 2010, we announced entering into a Framework Agreement with Danaher Corporation to create a joint venture combining our Tools business with certain Tools businesses from Danaher’s Tools and Components Segment (the “Joint Venture”). On July 6, 2010, we announced the completion of the Joint Venture, named Apex Tools Group, LLC. We own a 50% interest in the Joint Venture, have equal representation on its Board of Directors and have a 50% voting interest in the Joint Venture. At completion of the transaction in July, Cooper deconsolidated the Tools business assets and liabilities contributed to the Joint Venture and now recognizes Cooper’s 50% ownership interest as an equity investment.

Our Tools Joint Venture manufactures, markets and sells hand tools for industrial, construction, electronics and consumer markets; automated assembly systems, electrical and pneumatic industrial power tools, related electronics and software control and monitoring systems for industrial markets, specialized automotive service tools, tool storage, drill chucks and precision tool and workholders for industrial and consumer markets.

Products and Segment Information

Our Energy and Safety Solutions segment includes the business unit results from the Cooper Crouse-Hinds, Cooper Power Systems, and Cooper Safety divisions. This segment manufactures, markets and sells electrical protection products, including fittings, plugs, receptacles, cable glands, hazardous duty electrical equipment, intrinsically safe explosion proof instrumentation, emergency lighting, fire detection and mass notification systems and security products for use in residential, commercial and industrial construction, and maintenance and repair applications. The segment also manufactures, markets and sells products for use by utilities and in industry for electrical power transmission and distribution, including distribution switchgear, transformers, transformer terminations and accessories, capacitors, voltage regulators, surge arrestors, energy automation solutions and other related power systems components. Some of this segment’s major products include:

- Cooper Crouse-Hinds™ and CEAG® electrical construction materials and electrical products for harsh and hazardous applications;
- Cooper Power Systems™ distribution transformers, power capacitors, voltage regulators, surge arrestors, energy automation products, Kyle® distribution switchgear and McGraw-Edison® and RTE® power distribution transformers and related products; and
- Menvier emergency lighting and fire detection systems, Scantronic security systems, and Wheelock, Roam Secure and MEDC notification systems.

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Our Electrical Products Group segment includes the business results from the Cooper B-Line, Cooper Bussmann, Cooper Lighting and Cooper Wiring Devices divisions. This segment manufactures, markets and sells electrical and circuit protection products, support systems, enclosures, specialty connectors, wiring devices, plugs, receptacles, switches, lighting fixtures and controls, and fuses for use in residential, commercial and industrial construction, maintenance and repair applications. Some of this segment's major products include:

- Cooper B-Line™ support systems, enclosures and fasteners;
- Cooper Bussmann™ circuit protection products;
- Cooper Lighting®, Fair-Safe®, Halo® and Metalux® lighting fixtures; and
- Cooper Wiring Devices® electrical connection and controls products.

Our executive offices are located at 5 Fitzwilliam Square, Dublin 2, Ireland. We also have administrative offices at 600 Travis, Houston, Texas 77002, and our telephone number is (713) 209-8400.

ABOUT COOPER US, INC.

Cooper US is an indirect, wholly-owned subsidiary of Cooper Parent. Cooper Parent currently conducts all of its operations through its subsidiaries, including Cooper US and its subsidiaries. The executive offices of Cooper US are located at the same address as Cooper Parent's administrative offices in Houston, Texas, and Cooper US has the same telephone number as Cooper Parent as shown above.

USE OF PROCEEDS

Unless otherwise indicated in any applicable prospectus supplement, we intend to apply any net proceeds that we receive from the sale of securities offered by this prospectus to our general funds to be used for general corporate purposes, including, in certain circumstances, to retire outstanding indebtedness.

RATIO OF EARNINGS TO FIXED CHARGES OF COOPER PARENT

The ratio of earnings to fixed charges is computed by dividing earnings before fixed charges by fixed charges on a consolidated basis. Earnings before fixed charges consist of income from continuing operations before income taxes plus fixed charges, less capitalized interest, less equity in earnings (losses) of equity investees, plus distribution of earnings from equity investees. Fixed charges consist of interest, whether expensed or capitalized, amortized capitalized expenses related to indebtedness, and the portion of operating lease rental expense that represents the interest factor.

	Nine Months Ended September 30,		Year Ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
Ratio of Earnings to Fixed Charges	8.2x	6.6x	7.2x	10.6x	14.1x	11.5x	7.5x

EXHIBIT I



STATE BAR of TEXAS

{ [Back to Search Results](#) }**OVERVIEW****CONTACT AND MAP****Mr. Terrance V. Helz****Bar Card Number:**

00798007

Current Member Status

Eligible To Practice In Texas

Work Address:

600 Travis Ste 5600

Houston, TX 77002

Work Phone Number:

713-209-8408

Primary Practice Location:

HOUSTON , Texas

In cooperation with

License Information**Bar Card Number:**

00798007

Texas License Date:

02/06/1997

Practice Information**Firm:**

Cooper Industries

Firm Size:

11 to 24

Occupation:

In-House/Corporate Counsel

Practice Areas:

Business

Services Provided:Language translation: **Not Specified**Hearing impaired translation: **Not Specified**ADA-accessible client service: **Not Specified****Languages Spoken:**

None Reported By Attorney

Law Schools**Law School****Graduation Date****Degree Earned**

University Of Wisconsin

05/1980

Doctor of
Jurisprudence/Juris
Doctor (J.D.)**Public Disciplinary History**

State of Texas*

Sanction	Date of Entry	Sanction Date Start - End	Probation Date Start - End
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No Public Disciplinary History — Texas

**NOTE: Only Texas disciplinary sanctions within the past 10 years are displayed. For sanction information beyond 10 years, information about a specific disciplinary sanction listed above or to request a copy of a disciplinary judgement, please contact the Office of the Chief Disciplinary Counsel at (877) 953-5535. There is a \$15.00 fee for each disciplinary judgment copied.*

Other States

Sanction	State	Sanction Date Start - End
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None Reported By Attorney

Statutory Profile Last Certified On: 01/25/2011

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Cooper Industries

600 Travis Ste 5600

Houston, TX 77002

Phone: 713-209-8408

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